

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

----- X  
In re: : Chapter 11  
Republic Metals Refining Corporation, *et al.*<sup>1</sup> : Case No. 18-13359 (shl)  
Debtors. : (Jointly Administered)  
----- X

**ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION  
OF COOLEY LLP AS COUNSEL FOR THE OFFICIAL  
COMMITTEE OF UNSECURED CREDITORS**

Upon the application (the “Application”)<sup>2</sup> of the Official Committee of Unsecured Creditors (the “Committee”) in the above-captioned chapter 11 cases for entry of an order authorizing the Committee to employ and retain Cooley LLP (“Cooley”) as its counsel *nunc pro tunc* to November 19, 2018, the date the Committee determined to employ Cooley as counsel in these cases, pursuant to section 1103 of title 11 of the United States Code, Rule 2014(a) of the Federal Rules of Bankruptcy Procedure, and the Local Bankruptcy Rules for the Southern District of New York; and upon the Declaration of Seth Van Aalten of Cooley LLP (the “Van Aalten Declaration”) attached to the Application as **Exhibit B**; and upon the Declaration of Delaney Fisher, Chairperson of the Committee (the “Fisher Declaration”) attached to the Application as **Exhibit C**; and the Court having jurisdiction pursuant to sections 157 and 1334 of

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Republic Metals Refining Corporation, 15 West 47th Street, Suites 206 and 209, New York, NY 10036 (3194), Republic Metals Corporation, 12900 N.W. 38th Avenue, Miami, FL 33054 (4378), Republic Carbon Company, LLC, 5295 Northwest 163rd Street, Miami Gardens, FL 33014 (5833), Republic High Tech Metals, LLC, 13001 NW 38 Avenue, Miami, FL 33054 (6102), RMC Diamonds, LLC, 12900 NW 38th Avenue, Miami, FL 33054 (1507), RMC2, LLC, 12900 NW 38th Avenue, Miami, FL 33054 (4696), J & L Republic LLC, 12900 NW 38th Avenue, Miami, FL 33054 (7604); R & R Metals, LLC, 12900 NW 38th Avenue, Miami, FL 33054 (7848), Republic Metals Trading (Shanghai) Co., Ltd., 276 Ningbo Road, Huangpu District, Shanghai, P.R. 200001 China (1639), and Republic Trans Mexico Metals, S.R.L., Francisco I. Madero No. 55 Piso 5, Local 409, Centro Joyero Edificio Central, Delegaci6n Cuauhtemoc, Mexico DF 6000 (2942).

<sup>2</sup> Capitalized terms not otherwise herein defined shall have the meanings ascribed to such terms in the Application.

title 28 of the United States Code to consider the Application and the relief requested therein; and venue being proper in this Court pursuant to sections 1408 and 1409 of title 28 of the United States Code; and the Court being satisfied that notice of this Application and the opportunity for a hearing on this Application was appropriate under the particular circumstances and no further or other notice need be given; and the Court being satisfied, based on the representations made in the Application and the Van Aalten Declaration, that Cooley does not represent or hold any interest adverse to the Debtors or their estates as to the matters upon which Cooley has been and is to be employed, and that Cooley is a “disinterested person” as such term is defined in section 101(14) of the Bankruptcy Code; and the Court having determined that the relief sought in the Application is in the best interests of the Committee, the Debtors, their creditors, and all parties in interest; and this Court having determined that the legal and factual bases set forth in the Application and in the Van Aalten Declaration establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED that:

1. The Application is GRANTED to the extent set forth herein.
2. In accordance with section 1103(a) of the Bankruptcy Code and Bankruptcy Rule 2014, the Committee is authorized to employ and to retain Cooley LLP as its counsel, *nunc pro tunc* to November 19, 2018, on the terms and conditions set forth in the Application and in the Van Aalten Declaration.
3. Cooley shall apply for compensation and reimbursement in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, applicable provisions of the Bankruptcy Rules, the Local Rules, any order establishing procedures for interim compensation, and any fee and expense guidelines of this Court.

4. Cooley will provide notice of any rate increases by notifying the Committee and filing a notice with the Court. The Committee, the U.S. Trustee, and all parties-in-interest retain all rights to object to any rate increase on all grounds including, but not limited to, the reasonableness standard provided for in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

5. The Committee and Cooley are authorized to take all actions they deem necessary and appropriate to effectuate the relief granted pursuant to this Order in accordance with the Application.

6. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

7. This Court shall retain jurisdiction with respect to all matters arising from or relating to the interpretation or implementation of this Order.

Dated: January 16, 2019  
New York, New York

/s/ Sean H. Lane  
HONORABLE SEAN H. LANE  
UNITED STATES BANKRUPTCY JUDGE